

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

TUESDAY, AUGUST 10, 2010, AT 7:30 PM

IN THE MARY BRENNAN BOARD ROOM

T. F. GREEN AIRPORT

2000 POST ROAD, WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (i§Corporationi”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 7:40 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; Russell W. Hahn; Joseph S. Larisa; Robert D. Sangster.

BOARD MEMBERS ABSENT: Joseph M. Cianciolo; Michael A. Traficante.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Sangster and seconded by Mr. Larisa to

approve the minutes of the Board Meeting of July 21, 2010. The motion was passed unanimously.

Dr. Hittner announced that Ms. Deborah Thomas, Chief Financial Officer of Hasbro, had recently been appointed to the RIAC Board by Governor Carcieri. Ms. Thomas fills the vacancy left by Mr. James Forte who resigned from the RIAC Board on June 30, 2010.

2. Open Forum:

Dr. Hittner asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from President and CEO:

Mr. Dillon reported that Dr. Hittner had signed the following change orders:

fæ Gilbane Building Company jV Intermodal Facility: Change Order Request (COR) No. 6561 in the amount of \$65,994 to furnish and install precast concrete barriers in lieu of chain link fence between the public/commuter parking and rental car spaces.

fæ Gilbane Building Company jV Intermodal Facility: Construction Change Directive (CCD) No, 6900 in the amount of \$72,200 to provide concrete and site work at the Commuter Airline Egress.

Mr. Dillon reported that he had recently accepted the following grant offer:

fæ Acquisition of land as part of the 2020 No Build Voluntary Land Acquisition Program. The total of FAA funds offered is \$10 million (80%) with RIACj's matching share in the amount of \$2.5 million (20%) through Passenger Facility Charges.

Mr. Dillon reported that he is continuing to meet with the airlines that currently serve T. F. Green, and new airlines that have expressed an interest in serving T. F. Green, in the hopes of securing new service.

Mr. Dillon reported that the Greater Providence Chamber of Commerce will be holding a press event at the airport on August 17, 2010, in advance of the public hearing on the Draft EIS, to show support for the EIS project.

Mr. Dillon reported that the Warwick City Council will hold a Public Hearing on RIACj's Zoning Amendment Request on August 16, 2010.

Mr. Dillon reported that the dinner for Jim Forte has been scheduled for August 26, 2010.

Mr. Dillon reported that the Public Hearing on the Draft EIS is scheduled for August 17, 2010, at 6:00 p.m., at CCRI. It was noted

that the public comment period has been extended through September 15, 2010. The Final EIS is scheduled to be released by the end of the year.

Mr. Dillon gave an update on the InterLink reporting that the opening is on schedule for September 23, 2010. There is still no confirmed date for the commencement of train service but according to RIDOT it is anticipated to be in late October 2010.

4. Action Items:

(a) Consideration of and Action Upon Approval of a Consultant Task Order for the Land Use Compatibility Study at Newport, Quonset and North Central Airports Project.

Mr. Dillon gave an overview of the project noting that the objective of the study is to ensure development in the vicinity of the airports is compatible with operational and long-term development needs. There was general discussion of the scope of the project. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Task Order with Wilbur Smith Associates to prepare a Land Use Compatibility Study for Newport, Quonset and North Central Airports.

A motion was made by Mr. Larisa and seconded by Mr. Hahn to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (PSA) dated January 1, 2008 with Wilbur Smith Associates (WSA) to provide On-Call Planning Services; and

WHEREAS, RIAC and the Federal Aviation Administration (FAA) have negotiated a Scope and Fee with WSA to prepare a Land Use Compatibility Study for Newport, Quonset and North Central Airports in the amount of \$164,186; and

WHEREAS, this project is approved in the Fiscal Year 2011 Capital Improvement Program (CIP) budget in the amount of \$200,000; and

WHEREAS, this Task Order will be funded 95% (\$155,977) through the FAA's Airport Improvement Program (AIP) with RIAC's 5% (\$8,209) matching share through the RIAC General Purpose Fund.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute a Task Order with Wilbur Smith Associates to prepare a Land Use Compatibility Study in an amount not to exceed \$164,186 for Newport, Quonset and North Central Airports.

The motion was passed unanimously.

(b) Consideration of and Action Upon Approval of a Contract Agreement for Glycol Management Services at Quonset and T. F. Green Airports.

Mr. Dillon gave an overview of the Agreement noting that it will include collecting spent deicing fluid and precipitation at T. F. Green Airport will be responsible for transportation and management of spent aircraft deicing fluid which will be collected and stored by Landmark and Quonset Airport. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a one year agreement with The Environmental Quality Company to provide Glycol Management Services at T. F. Green and Quonset Airports, with two additional one year terms at the discretion of RIAC.

A motion was made by Mr. Hahn and seconded by Mr. Larisa to approve the following resolution:

WHEREAS, it has been determined that there is a need for Glycol Management Services at T. F. Green and Quonset Airports; and

WHEREAS, RIAC issued a Request for Proposals (RFP) in June 2010 for Glycol Management Services pursuant to RIAC Procurement Rules; and

WHEREAS, RIAC received two proposals on July 14, 2010 in response to this RFP; and

WHEREAS, the Selection Committee comprised of Brenda Pope, Vice President of Environmental Systems; Jay Brolin, Manager of Environmental Systems; Jay DiEspinosa, Senior Operations Specialist; Guy DeCristofaro, Manager of Airfield Maintenance and Beth Tetreault, Procurement Specialist reviewed and evaluated the proposals; and

WHEREAS, based on the evaluations, the Selection Committee unanimously recommends the firm of The Environmental Quality Company perform these services; and

WHEREAS, the approved Fiscal Year 2011 Operating and Maintenance budget includes \$636,000 for these services.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute a one year Agreement with The Environmental Quality Company to provide Glycol Management Services at T. F. Green and Quonset Airports in an amount not to exceed \$540,000 for Fiscal Year 2011, with two additional one year terms at the discretion of RIAC.

The motion was passed unanimously.

(c) Consideration of and Action Upon Approval of a Contract Agreement for Water Quality Monitoring at T. F. Green Airport.

Mr. Dillon gave an overview of the Agreement noting that the Rhode Island Pollutant Discharge Elimination System (RIPDES) permit issued in 2004 requires that RIAC conduct periodic water quality monitoring and analysis. The Warwick Sewer Authority (WSA) permit issued in 2008 also requires analysis prior to approval to discharge. Mr. Dillon noted that RI Analytical Laboratories, Inc., is an approved vendor in the State's Master Price Agreement (MPA) for laboratory services, and is currently performing sampling and analysis for RIAC.

The recommendation is that the Board authorize the President and CEO, or his designee, to enter into an Agreement with R.I. Analytical Laboratories, Inc., for water quality monitoring services at T. F. Green Airport.

A motion was made by Mr. Hahn and seconded by Mr. Larisa to approve the following resolution:

WHEREAS, the Rhode Island Pollutant Discharge Elimination System (RIPDES) Permit issued November 12, 2004 requires that the Rhode Island Airport Corporation (RIAC) conduct Water Quality Monitoring and Analysis at T. F. Green Airport; and

WHEREAS, the Warwick Sewer Authority (WSA) permit issued May

20, 2008 for discharges associated with glycol processing also requires water quality analysis; and

WHEREAS, RI Analytical Laboratories, Inc. (RIAL) is an approved vendor listed in the State's Master Price Agreement (MPA) for laboratory services and has provided similar services to RIAC in the past; and

WHEREAS, the approved Fiscal Year 2011 Operating and Maintenance (O&M) budget includes \$90,820 for water quality analysis associated with RIPDES and WSA discharges; and

WHEREAS, RIAC staff recommends that RIAC enter into an agreement with RIAL to conduct water quality analysis required by the RIPDES and WSA permits.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to enter into an Agreement with R.I. Analytical Laboratories, Inc. for Water Quality Monitoring Services at T. F. Green Airport in an amount not to exceed \$90,820.

The motion was passed unanimously.

(d) Consideration of and Action Upon Approval of an Agreement to

Replace the Airport Flight Information Display System (FIDS) and Baggage Information Display System (BIDS) at T. F. Green Airport.

Mr. Schattle gave an overview of the Agreement noting that the existing FIDS/BIDS system was installed during the construction of the terminal building and is now antiquated and in need of replacement. The project will replace the existing system and allow for the implementation of a new Airport TV network containing FIDS information at the departure gates. There was discussion of the benefits of the new system. The recommendation is that the Board authorize the President and CEO, or his designee, to enter into an agreement with ProDIGIQ Corporation to provide the Flight Information Display System (FIDS) and the Baggage Information Display System (BIDS) at T. F. Green Airport.

A motion was made by Mr. Larisa and seconded by Mr. Hahn to approve the following resolution:

WHEREAS, the existing Flight Information Display System (FIDS) and Baggage Information Display System (BIDS) at T. F. Green Airport is antiquated and in need of replacement; and

WHEREAS, this project will replace the existing FIDS/BIDS system and allows for the implementation of a new Airport TV network containing FIDS information at the departure gates; and

WHEREAS, under section 10.4. of RIAC's Procurement Rules items of a unique nature that are unavailable from other sources due to patents or proprietary processes... certain computer software... licenses of computer software...and specialized services for which there is only one documented accepted source, such as transactions involving unique professional services;K" qualify as a sole source procurements; and

WHEREAS, based on the unique nature of the software and services provided by ProDIGIQ, RIAC staff has determined that a sole source selection for this product and service is appropriate and justified; and

WHEREAS, the annual cost for software service and real-time data feed is \$22,000 per year for five years and not to exceed \$24,200 in year six and \$26,620 in year seven; and

WHEREAS, this project will include the implementation of ProDIGIQ's Airport TV Network, which provides real-time destination based content and information to travelers at the departure gate with equipment provided by RIAC; and

WHEREAS, this project is approved in the Fiscal Year 2011 Capital Improvement Program (CIP) budget in the amount of \$350,000 through Airport Revenue Bonds; and

WHEREAS, the RIAC approved Fiscal Year 2011 Operating and

Maintenance budget includes \$27,600 for annual maintenance.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the President and CEO, or his designee to enter into an agreement with ProDIGIQ Corporation to provide the Flight Information Display System (FIDS) and the Baggage Information Display System (BIDS) at T. F. Green Airport, with a system cost of \$176,400 and annual service cost of \$22,000 for five years and not to exceed \$24,200 in year six and \$26,620 in year seven.

The motion was passed unanimously.

(e) Consideration of and Action Upon Approval of a Change Order to the Professional Services Agreement for the Draft Environmental Impact Statement (DEIS) at T. F. Green Airport.

Mr. Dillon gave an overview of the Agreement noting that this Change Order will assist in expediting the schedule for the preparation of the FEIS. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Change Order with Vanasse Hangen Brustlin, Inc., to perform early tasks associated with the Final Environmental Impact Statement for T. F. Green Airport.

A motion was made by Mr. Hahn and seconded by Mr. Sangster to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (RIAC) has entered into a Professional Services Agreement (PSA) with Vanasse Hangen Brustlin, Inc. (VHB) for the preparation of the Draft Environmental Impact Statement (DEIS) at T. F. Green Airport; and

WHEREAS, the Federal Aviation Administration (FAA) and RIAC have identified early tasks associated with the Final Environmental Impact Statement (FEIS) that may be completed to expedite the schedule; and

WHEREAS, RIAC staff and the FAA have negotiated a Scope and Fee with VHB in an amount not to exceed \$247,920 to prepare an Advance Wetland Mitigation Design and Hydrologic Engineering Center River Analysis System (HEC-RAC) Study; and

WHEREAS, the approved Fiscal Year 2011 Capital Improvement Program (CIP) budget for this project is \$4.8 million; and

WHEREAS, this Change Order will be funded 75% (\$185,940) through the Federal Aviation Administration's Airport Improvement Program with RIAC's 25% (\$61,980) matching share through Passenger Facility Charges.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute a Change Order with Vanasse Hangen Brustlin, Inc. to perform early tasks associated with the Final Environmental Impact Statement for T. F. Green Airport in an amount not to exceed \$247,920.

The motion was passed unanimously.

(f) Consideration of and Action Upon Selection of Labor Employment Counsel.

Mr. Dillon gave an overview of the item noting that as a result of unique labor and reduction in forces issues, RIAC released a Request for Proposals (RFP) in July 2010 to expand the list of firms authorized to assist RIAC with these matters. There was brief discussion on the funding for these services. The recommendation is that Board authorize the President and CEO, or his designee, to issue a Letter of Engagement to the law firm of Little Medeiros Kinder Bulman and Whitney PC., to assist RIAC with its ongoing labor and employment issues for a period not to exceed 12 months, with the option reserved for RIAC to renew for two additional 12-month terms.

A motion was made by Mr. Sangster and seconded by Mr. Larisa to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (RIAC) has a variety of law firms approved to provide On-Call Legal Services in a variety of legal disciplines; and

WHEREAS, RIAC seeks to broaden the available firms authorized to assist it with labor and employment matters and issued a Request for Proposals on July 20, 2010; and

WHEREAS, a Selection Committee consisting of Peter A. Frazier, General Counsel; Kendra Beaver, Corporate Counsel; and Brian C. Schattle, Chief Financial Officer, met and reviewed the two submissions based on an analysis of general competence, experience, knowledge and qualifications related to RIAC's anticipated specific legal needs and reasonableness of the proposed fees for services to be provided; and

WHEREAS, based on a review of the submitted materials, the selection criteria, the requirements of the applicable RIAC Procurement Regulations, and the uniqueness of the issues at hand, the Selection Committee unanimously selected the law firm of Little Medeiros Kinder Bulman & Whitney PC; and

WHEREAS, the Fiscal Year 2010 Operating and Maintenance (O & M) budget includes \$335,000 in the Legal Services line item for these services and funding in future years will be established through the

annual O&M budget approval process.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to issue a Letter of Engagement to the above-identified law firm to assist RIAC with its ongoing labor and employment issues for a period not to exceed 12 months, with the option reserved for RIAC to renew for two additional 12 month terms.

The motion was passed unanimously.

5. Executive Session:

At approximately 7:56 p.m., a motion was made by Mr. Hahn and seconded by Mr. Larisa to go into Executive Session for the purposes of discussing the following items:

(a) Motion to Approve the Minutes of the Executive Session Held on July 21, 2010 iV R.I.G.L. i± 42-46-5(a)(1), (2), (5) and (7); and

(b) Discussion Related to Three Potential Litigation Matters (EIS and Two Labor Matters) - R.I.G.L. i± 42-46-5(a)(2); and

(c) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green Airport - R.I.G.L. i± 42-46-5(a)(5); and

(d) Working Session Related to Collective Bargaining - R.I.G.L. § 42-46-5(a)(2); and

(e) Motion to Return to Open Session.

By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph S. Larisa

Russell W. Hahn

Robert D. Sangster

NAYS: None

ABSTAIN: None

At approximately 8:55 p.m., a motion was made by Mr. Sangster and seconded by Mr. Larisa to reconvene to the Open Session. The motion was passed unanimously.

6. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held on August 10, 2010.

A motion was made by Mr. Sangster and seconded by Mr. Larisa to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph S. Larisa

Russell W. Hahn

Robert D. Sangster

NAYS: None

ABSTAIN: None

(b) Report on Actions Taken During Executive Session:

There were no actions taken during Executive Session. The vote for approval of the sealed executive minutes held on July 21, 2010 was deferred pending changes.

7. Future Meetings:

The next meeting is scheduled for Wednesday, September 15, 2010 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

8. Adjournment:

Mr. Sangster moved to adjourn at approximately 9:00 p.m. Mr. Larisa seconded the motion. The motion was passed unanimously.

Respectfully submitted,

**Kathleen C. Hittner, M.D., Chair
Rhode Island Airport Corporation**

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
MEETING OF THE BOARD OF DIRECTORS
ON TUESDAY, AUGUST 10, 2010**

NAME AFFILIATION

Brian Schattle RIAC

Peter Frazier RIAC

Ann Clarke RIAC

Bruce Wilde RIAC

Sherri-Ann Penta RIAC

Don Pillsbury RIPA

Sue Pillsbury RIPA

Robert Goff New England Parking

Val Mendonca HNTB

Barbara Polichetti Providence Journal

Dan Kinder Little Medeiros Kinder Bulman & Whitney PC

The minutes of the Executive Session of the Board Meeting of August 10, 2010, have been sealed in accordance with R.I.G.L. § 42-46-4.